

04-05-2001

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Expires 06/30/99
OMB 0651-0027



U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

3-20-01

101669213
RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)

Document ID #

Correction of PTO Error

Reel # Frame #

Corrective Document

Reel # Frame #

Conveyance Type

Assignment License

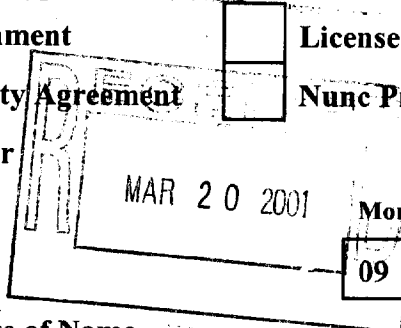
Security Agreement Nunc Pro Tunc Assignment

Merger

Change of Name

Other

Effective Date
Month Day Year
09 25 2000



Conveying Party Mark if additional names of conveying parties attached

Execution Date
Month Day Year
09 25 2000

Name **UTS, INC.**

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization **MISSOURI**

Receiving Party Mark if additional names of receiving parties attached

Name **UTXL ENTERPRISES, INC.**

DBA/AKA/TA

Composed of

Address (line 1) **10735 NW Ambassador Drive**

Address (line 2)

Address (line 3) **Kansas City MO 64153**

City State/County Zip Code

Individual General Partnership Limited Partnership Association

Corporation

Other

Citizenship/State of Incorporation/Organization **MISSOURI**

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document form Assignment.)

04/04/2001 DBYRME 00000090 76069097
01 FC:481 40.00 DP
02 FC:482 75.00 DP

FOR OFFICE USE ONLY

Domestic Representative Name and Address

Enter for the first Receiving Party Only.

Name	
Address (line 1)	
Address (line 2)	
Address (line 3)	
Address (line 4)	

Correspondent Name and Address

Area Code and Telephone Number

816-292-2000

Name	Alfred R. Hupp, Jr.
Address (line 1)	Lathrop & Gage L.C.
Address (line 2)	2345 Grand Boulevard, Suite 2800
Address (line 3)	Kansas City, MO 64108-2612

Pages Enter the total number of pages of the attached conveyance document including any attachments. # 7

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number (s)

76/069,097	76/068,491	76/068,492			
76/068,475					

Number of Properties Enter the total number of properties involved. # 4

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 115.00

Method of Payment Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

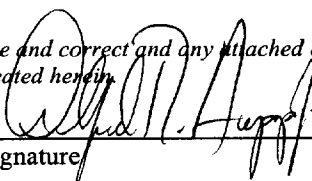
Deposit Account Number: # 12-0600

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Alfred R. Hupp, Jr.
Name of Person Signing


Signature 16 Mar 01
Date Signed

No. 00439426

STATE OF MISSOURI



Matt Blunt
Secretary of State


CORPORATION DIVISION

CERTIFICATE OF CORPORATE RECORDS

UTXL ENTERPRISES, INC.

I, MATT BLUNT, Secretary of State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of the original documents on file and of record in this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 6th day of MARCH, 2001.


Secretary of State



No. 00439426

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF AMENDMENT

WHEREAS,

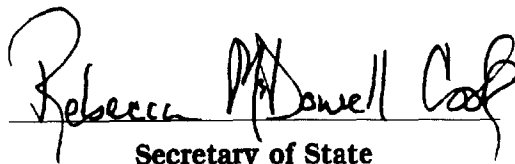
UTXL ENTERPRISES, INC.

Formerly,

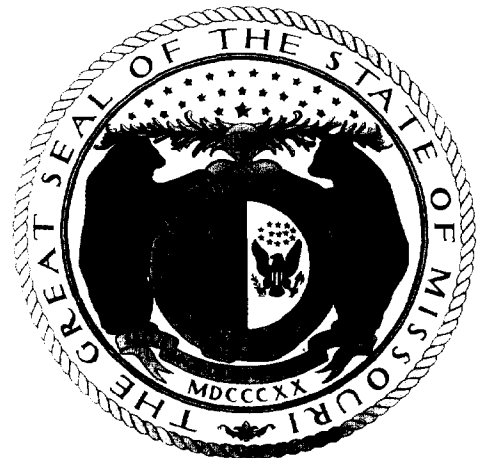
UTS, INC.

a corporation organized under The General and Business Corporation Law has delivered to me a Certificate of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the Amendment of Articles of Incorporation under The General Business Corporation Law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 25th day of SEPTEMBER, 2000.


Secretary of State

\$25.00



Amendment of Articles of Incorporation

(To be submitted in duplicate)

In accordance with the provisions of the General and Business Corporation Law of Missouri, the undersigned corporation certifies the following:

1. The present name of the Corporation is:

UTS, Inc.

The name under which it was originally organized was:

UTS, Inc.

2. An amendment to the Corporation's Articles of Incorporation was adopted by the shareholders on:

September 21, 2000

3. Article I is amended to read as follows:

"RESOLVED, that Article I of the Articles of Incorporation of UTS, Inc., a Missouri corporation, be amended in its entirety to read as follows:

**"ARTICLE I
NAME**

"The name of the Corporation is:

"UTXL ENTERPRISES, INC."

4. Of the 3,500 Class A shares outstanding, 3,500 of such shares were entitled to vote on such amendment.

The number of outstanding shares of any class **entitled to vote thereon as a class** were as follows:

Class	Number of Outstanding Shares
A	3,500

5. The number of shares voted for and against the amendment was as follows:

Class	No. Voted For	No. Voted Against
A	3,500	None

Article Number III is amended to read as follows:

“RESOLVED, that Article III of the Articles of Incorporation of UTS, Inc., a Missouri corporation be amended in their entirety to read as follows:

“ARTICLE III CAPITAL STOCK

“Section 1. **Classes of Stock.** The aggregate number, class and par value, if any, of shares which the Corporation shall have authority to issue is as follows:

1. One Million (1,000,000) shares of Common Stock, par value \$0.01 per share; and
2. One Million (1,000,000) shares of Preferred Stock, par value \$0.01 per share.

“Section 2. **Preferred Stock.** The Board of Directors is expressly authorized at any time, and from time to time, to provide for the issuance of shares of Preferred Stock in one or more series, any of which series may have such voting powers, full or limited, including the right to more than one vote on each matter submitted to a vote at a meeting of shareholders, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, as shall be stated and expressed in a resolution or resolutions providing for the issue of such stock adopted by the Board of Directors of the Corporation and certified and filed with the Secretary of State in the manner provided by law. Any of the voting powers, designations, preferences, rights and qualifications, limitations or restrictions of any series of the Preferred Stock may be made dependent upon facts ascertainable outside the resolution or resolutions providing for the issue of such stock adopted by the Board of Directors, provided that the manner in which such facts shall operate upon the voting powers, designations, preferences, rights and qualifications, limitations or restrictions of any such series of the Preferred Stock is clearly and expressly set forth in the resolution or resolutions providing for the issue of such stock adopted by the Board of Directors.

“Section 3. **Common Stock.** Each share of Common Stock shall be equal in all respects and shall have one vote per share. Subject to other provisions of these Articles of Incorporation and subject to such rights and preferences as may be provided by the Board of Directors pursuant to Section 2 of this Article III for the Preferred Stock, including, without limitation, special liquidation preferences, dividend rights, voting rights, conversion rights and redemption rights, each share of Common Stock shall be entitled to share equally in such dividends and distributions, including liquidating distributions, as the Board of Directors may from time to time declare.

“Section 4. **Preemptive Rights.** Holders of Common Stock shall be entitled to preemptive rights with respect to the issue of additional shares of Common Stock and Preferred Stock unless the holders of 75% of the issued and outstanding Common Stock vote to deny the preemptive right with respect to any proposed issue of additional capital stock. This Section 4 of Article III, including this sentence, may not be amended, modified or deleted by amendment to these articles of incorporation or by merger or consolidation except upon the affirmative vote of the holders of 75% or more of the issued and outstanding Common Stock.

“Section 5. Cumulative Voting. There shall be cumulative voting in elections of directors of the Corporation. This Section 5 of Article III, including this sentence, may not be amended, modified or deleted by amendment to these articles of incorporation or by merger or consolidation except upon the affirmative vote of the holders of 75% or more of the issued and outstanding Common Stock.

“Section 6. Amendment to Articles of Incorporation, Merger, Sale of Assets and Similar Transactions. Notwithstanding any provision in the General and Business Corporation Law of Missouri permitting action upon the approval of a lesser percentage, the affirmative vote of the holders of 75% or more of the issued and outstanding Common Stock shall be necessary to (a) amend these articles of incorporation or (b) approve any merger, consolidation or sale of all or substantially all of the assets of the corporation. This Section 6 of Article III, including this sentence, may not be amended, modified or deleted by amendment to these articles of incorporation or by merger or consolidation except upon the affirmative vote of the holders of 75% or more of the issued and outstanding Common Stock.

7. Of the 3,500 Class A shares and 13,168 Class B shares outstanding, 3,500 Class A shares and 13,168 Class B shares were entitled to vote on such amendment.

The number of outstanding shares of any class **entitled to vote thereon as a class** were as follows:

Class	Number of Outstanding Shares
A	3,500
B	13,168

8. The number of shares voted for and against the amendment was as follows:

Class	No. Voted For	No. Voted Against
A	3,500	None
B	11,168	None

9. If the amendment changed the number or par value of authorized shares having a par value, the amount in dollars of authorized shares having a par value as changed is:

- One Million (1,000,000) shares of Common Stock, par value \$0.01 per share; and
- One Million (1,000,000) shares of Preferred Stock, par value \$0.01 per share.

If the amendment changed the number of authorized shares without par value, the authorized number of shares without par value as changed and the consideration proposed to be received for such increased authorized shares without par value as are to be presently issued are:

None

if the amendment provides for an exchange, reclassification, or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, the following is a statement of the manner in which such reduction shall be effected:

RESOLVED, at the effective time of the aforesaid amendments to the Articles of Incorporation of UTS, Inc., a Missouri Corporation (the "Effective Time"), each issued and outstanding share of Class A Common Stock, \$0.01 par value and each issued and outstanding share of Class B Common Stock, \$0.01 par value shall be changed and reclassified into one share of Common Stock, \$0.01 par value;

BE IT FURTHER RESOLVED, that holders of record of Class A and Class B Common Stock at the Effective Time shall be deemed to be holders of record of shares of Common Stock, \$0.01 par value equal to the number of shares of Class A and Class B Common Stock held of record immediately prior to the effective time;

BE IT FURTHER RESOLVED, that at the Effective Time each certificate evidencing the former Class A and Class B Common Stock shall be deemed canceled and the President and Secretary or Assistant Secretary are hereby directed to issue in the name of and on behalf of the corporation new certificates evidencing ownership of Common Stock, \$0.01 par value for the same number of shares of Class A or Class B common stock evidenced by the canceled certificate to holders of record of Class A and Class B common stock immediately prior to the Effective Time;

BE IT FURTHER RESOLVED, that Thomas Laughlin is hereby appointed disbursing agent for the Corporation and shareholders, who shall receive the new certificates evidencing the new Class of Common Stock, \$0.01 par value registered in the name of each holder of record of Class A and Class B Common Stock immediately prior to the Effective Time and who shall disburse the same to each such record holder upon receipt of the certificate or certificates evidencing the respective reclassified shares of Class A or Class B Common Stock

BE IT FURTHER RESOLVED, that from and after the Effective Time, the registered holders of Common Stock, \$0.01 shall be entitled to all rights of a holder of Common Stock, \$0.01 par value, except that any dividends payable with respect to such share shall be paid to the Disbursing Agent to be held for the record holder without interest until the surrender by such record holder of the certificates evidencing the reclassified Class A or Class B shares;

BE IT FURTHER RESOLVED, that the stated capital of the Corporation shall not be increased or decreased as a result of the aforesaid reclassification.

IN WITNESS WHEREOF, the undersigned, Mark Hogan, President, has executed this instrument and Roger M. Crouch, Secretary, has affixed the corporate seal hereto and attested said seal on September 21, 2000.

Place
CORPORATE SEAL
Here
(If no seal, state "None")

NONE

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